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**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Paul Rachmuth (212) 752-9700
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B. SEND ACKNOWLEDGMENT TO: (Name and Address)
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Gersten Savage LLP  
600 Lexington Avenue  
New York, NY 10022-6018, USA  
prachmuth@gerstensavage.com

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

## 1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Sears, Roebuck and Co.
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OR

1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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1c. MAILING ADDRESS 3333 Beverley Road	CITY Hoffman Estates	STATE IL	POSTAL CODE 60179	COUNTRY USA
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ADD'L INFO RE  
ORGANIZATION  
DEBTOR

1e. TYPE OF ORGANIZATION  
Corporation

1f. JURISDICTION OF ORGANIZATION  
New York

## 2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME
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OR

2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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ADD'L INFO RE  
ORGANIZATION  
DEBTOR

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

## 3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Envisions LLC
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OR

3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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3c. MAILING ADDRESS 529 5th Avenue	CITY New York	STATE NY	POSTAL CODE 10017	COUNTRY USA
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## 4. This FINANCING STATEMENT covers the following collateral:

All inventory, goods and merchandise heretofore or hereafter consigned by ENVISIONS LLC ("Consignor") to SEARS, ROEBUCK AND CO. ("Consignee") including, but not limited to diamonds, gemstones, diamond and silver, gold or platinum rings, earrings, bracelets, pendants and other precious and semiprecious jewelry and any other property or goods and bearing the Consignor's identifying mark or marks, and all labels, logos, names or marks, such as the "ENV" mark, affixed thereto for purposes of identifying the same or identifying the consignor, and all substitutions or replacements thereof and additions or accessions thereto, of whatever nature or kind and wherever located, whether now consigned or hereafter consigned by Consignor to Consignee, whether held or acquired by Consignee in its own name or in any other trade names and/or at any of Consignee's locations and all proceeds thereof.

5. ALTERNATIVE DESIGNATION [if applicable]:  LESSEE/LESSOR  CONSIGNEE/CONSIGNOR  BAILEE/BAILOR  SELLER/BUYER  AG. LIEN  NON-UCC FILING

6.  This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum  If applicable [ADDITIONAL FEE]  Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional].  All Debtors  Debtor 1  Debtor 2

8. OPTIONAL FILER REFERENCE DATA FILED WITH: NY - SECRETARY OF STATE